

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

YELLOW CORPORATION, *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 23-11069 (CTG)  
)  
) (Jointly Administered)  
)  
)  
) **Re: Docket No. 518**

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**CERTIFICATION OF COUNSEL REGARDING ORDER (I) APPROVING THE  
DEBTORS' SELECTION OF A STALKING HORSE BIDDER, (II) APPROVING BID  
PROTECTIONS IN CONNECTION THEREWITH,  
(III) AND GRANTING RELATED RELIEF**

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The undersigned hereby certifies that:

1. On September 13, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors' Motion for Entry of an Order (I) Approving the Debtors' Selection of a Real Estate Stalking Horse Bidder, (II) Approving Bid Protections in Connection Therewith, and (III) Granting Related Relief* [Docket No. 518] (the “Stalking Horse Motion”). Attached as Exhibit A to the Stalking Horse Motion was the Real Estate Stalking Horse APA (the “APA”).

2. Pursuant to the *Order Shortening the Notice and Objection Period for the Debtors' Real Estate Stalking Horse Motion and (II) Granting Related Relief* [Docket No. 543] (the “Order Shortening Notice”) responses or objections to the Stalking Horse Motion were due on or before September 20, 2023, at 4:00 p.m. (ET) (the “Objection Deadline”) and a hearing was scheduled on September 22, 2023, at 9:30 a.m. (ET).

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

3. The Debtors received a filed reservation of rights from The Chubb Companies [Docket No. 620] (“Chubb”). No other responses were filed by the Objection Deadline.

4. On September 20, 2023, the Debtors filed the *Notice of Filing of Revised Real Estate Stalking Horse Asset Purchase Agreement* [Docket No. 622], which attaches a revised version of the APA (the “Revised APA”) that addresses certain issues raised by the Official Committee of Unsecured Creditors (the “Committee”).

5. Attached hereto as Exhibit A is the proposed form of order for the Stalking Horse Motion (the “Proposed Order”) that attaches the Revised APA. The Debtors have confirmed with counsel to Chubb that no changes to the Proposed Order are needed, and the Proposed Order and Revised APA are acceptable to the Committee and the Real Estate Stalking Horse Bidder. No other changes to the Proposed Order have been made from the original version filed with the Stalking Horse Motion.

6. The Debtors respectfully request entry of the Proposed Order at the Court’s earliest convenience.

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Dated: September 20, 2023  
Wilmington, Delaware

/s/ Laura Davis Jones

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